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November 5, 2018

Link Motion Inc.  
Board of Directors  
c/o Vincent Shi, Co-Chairman of the Board  
Building No. 4  
No. 11, Heping Li East Street, Dongcheng District  
Beijing, P.R. China 100013

**Sent Via Email:**

Joanne Yan Zhu, Director [REDACTED]  
Vincent Wu, Director [REDACTED]  
Xiao Yu, Director [REDACTED]  
Vincent Shi, Director [REDACTED]  
Rui Chi, Director [REDACTED]  
Bruson Li, Director [REDACTED]  
Jia Lian, Director [REDACTED]  
Lingyun Guo, Director [REDACTED]  
William Li, Director [REDACTED]  
Jun Zhang, Director [REDACTED]  
Xu Ying, Corporate Secretary [REDACTED]

**Re: Requisition of Extraordinary General Meeting of Shareholders of Link Motion Inc.**

Dear Directors:

Attached please find a requisition letter on behalf of certain shareholders of Link Motion Inc.

Yours truly,

*Robert W. Seiden, Esq.*

Counsel for LKM Forward Shareholders

Copy to DLA Piper (Securities Counsel to Link Motion Inc.)

Sent via email: [REDACTED]



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Jun Zhang, Director [REDACTED]  
Xu Ying, Corporate Secretary [REDACTED]

**Re: Requisition of Extraordinary General Meeting of Shareholders of Link Motion Inc.**

Dear Directors,

We, the undersigned, shareholders of Link Motion Inc. ("LKM" or the "Company") and the founding members of the Link Motion Forward website<sup>1</sup> (collectively, "LKM Forward Shareholders") represent a group of shareholders who own or control the equivalent of 37,492,233 American Depositary Shares ("ADS") of the Company (or 187,461,165 common shares). As set forth more fully below, the LKM Forward Shareholders have determined that the Company's Co-Chairman, Vincent Shi, has consistently acted in a manner that is not in the best interests of the company, the shareholders or the employees and has destroyed significant shareholder value. As set forth more fully below, the LKM Forward Shareholders have determined that the Company's Board of Directors (the "Board") have failed to act in the best interests of the company, the shareholders and the employees, and that some of the Directors have acted in breach of their fiduciary duties to the Company.

The LKM Forward Shareholders are very concerned about these imminent issues and the direction of the Company under current management and the Board.

The LKM Forward Shareholders collectively represent more than one-third of the Members of the Company.

Set forth more fully herein, we identify five (5) serious and imminent issues, among others, that have come to light that expose the failure of Board Co-Chairman Vincent Shi and the Board to properly manage the Company and fulfill their fiduciary duties.

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<sup>1</sup> See [www.lkmforward.com](http://www.lkmforward.com).



1. The continued deterioration of the Company's share price due to the Board's failure to take certain necessary actions that are in the best interests of the Company and its shareholders;
2. The imminent likelihood that the Company faces delisting from the New York Stock Exchange if their annual 20-F is not promptly filed and other steps are not promptly taken to comply with continued listing rules and regulations of the New York Stock Exchange;
3. The Company has failed to file their annual 20-F;
4. The Company has failed to pay necessary third-party professionals' past due invoices, including the auditors and securities counsel needed to draft and file the annual 20-F, which needs to be filed immediately;
5. The Co-Chairman of the Company, Vincent Shi's, conflicts of interest, which compromise his ability to act on behalf of the Company's interests and all shareholders. Vincent Shi's conflicts stem from, among other things: (i) his unresolved disputes with other shareholders of RPL Holdings, the Company's original controlling shareholder; and (ii) the current ongoing and isolated negotiations with Zhongzhi Hi-Tech Overseas Investment Ltd. ("Zhongzhi"), the Company's convertible note holder, despite conflicts of interest and the absence of counsel in those negotiations.

For these primary reasons set forth herein, pursuant to Article 55 of the Company's Articles of Association, the LKM Shareholders hereby requisition the Board to call an Extraordinary General Meeting ("EGM") to address these concerns. If such a meeting is not convened within twenty-one (21) calendar days of the date of this request, the LKM Shareholders intend to exercise their rights pursuant to Article 55(d) to convene a general meeting themselves. In this regard, the Company is hereby requested (and required) to take all logistical and other actions necessary to convene such an EGM of Shareholders including:

1. Preparing the notice of the EGM, as well as all required notices to be distributed to all holders, posted to the Company's website and IR page, proper press releases distributed, and all applicable SEC filings and notices to be made;
2. Instruct the Company's registrar and depository of the Company's plans for the EGM and follow all regulatory and Exchange requirements;
3. Instruct the registrar and depository to proceed with collecting from the holders of the Company's shares all forms of proxy and direction and all other materials connected herewith and provide the Company and the undersigned the tabulations of the votes and indications of personal interest set forth in such forms and materials.


The specific purpose and objectives of the EGM is to enable all Shareholders to vote on the following Resolutions:

- 1) The dismissal of the following Directors and Officers, with cause, for failing to uphold their entrusted fiduciary duties and by specific action (or inaction) that has resulted in the Company's current inability to file its financials and annual report and therefore be non-compliant with the continuing listing rules of the New York Stock Exchange: Vincent Shi, Lian Jia, Xiao Yu.
- 2) The appointment of the following Directors and Officers of the Company:
  - a. Tang Duo as Director and acting Chief Executive Officer;
  - b. Matt Mathison as Director acting Chief Financial Officer;
  - c. James Hearty as an Independent Director and as the Audit Committee chair;
  - d. Francis Guo as an Independent Director and shareholder representative.

- 3) A direction that, once this new Board has been duly authorized, they shall call a Board meeting and make the following additional and urgent decisions:
- a. Authorize and instruct the Company to release payments to its key third party professionals, including DLA Piper (LKM's Securities Counsel) and Marcum Bernstein & Pinchuk LLP (LKM's independent auditor);
  - b. Add the new Chief Financial Officer as a signatory on all accounts and ensure that there is no longer sole control of payments, transfers and banking functions at the Chairman level;
  - c. Appoint an independent committee to work together with the Company's counsel on any outstanding matters related to the convertible note and Tongfang's note receivable and any other material matter where there are previous conflicts of interest;
  - d. Instruct the Company to move forward and work diligently with the appointed officers and directors of the Company and do all things necessary to regain full compliance status with the New York Stock Exchange as well as return the Company to normal and lawful operating standards.

If the Directors do not, within twenty-one (21) calendar days from the date of deposit of the requisition, duly proceed to convene a general meeting, it is the intent of the petitioning shareholders to convene a general meeting to address the aforementioned issues. We the undersigned LKM Forward Shareholders, as of this date hereof, hold an aggregate of approximately 37,492,233 ADSs and represent shareholders, as of this date, holding an aggregate 187,461,165 common shares of the Company.

Sincerely,

  
Omar Khan on behalf of LKM Forward

Copy to DLA Piper (Securities Counsel to Link Motion Inc.)

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